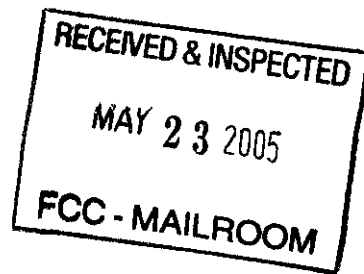


Telecommunications
E Commerce
Technology
Corporate & Finance
Trademarks
Proprietary Rights
Complex Litigation
General Business Law

The Helein Law Group, LLLP

8180 Greensboro Drive
Suite 700
McLean, VA 22102

(703) 714-1300 (Telephone)
(703) 714-1330 (Facsimile)
mail@thlglaw.com



Writer's Direct Dial Number

(703) 714-1313

DOCKET FILE COPY ORIGINAL
Writer's E-mail Address
jsm@thlglaw.com

May 18, 2005

HAND DELIVERED VIA COURIER

Secretary
Federal Communications Commission
Office of the Secretary
445-12th Street, S.W.
Room tw-204B
Washington, D.C. 20554

**Re: Notice of Proposed Customer Base Transfer and Certification of
Compliance With FCC Rules – CC Docket No. 00-257**

Dear Sir/Madam:

Enclosed are an original and four (4) copies plus two (2) additional public copies of UCN, Inc.'s ("UCN's") Notice of Proposed Customer Base Transfer and Certification of Compliance with the Federal Communications Commission's ("FCC's") rules prescribed in CC Docket No. 00-257 and set forth in C.F.R. § 64.1120(e)(1).

In compliance with C.F.R. § 64.1120, UCN submits the following:

1. Names of Parties Involved in Transaction:

Acquiring Carrier:

UCN, Inc.
14870 South Pony Express Road
Bluffdale, Utah 84065
FRN: 0004977997

Transferring Carrier(s):

Tel America of Salt Lake City, Inc.
324 South State Street, Suite 125
Salt Lake City, Utah 84111
FRN: 0004322749

Extelcom, Inc., d/b/a Express Tel
324 South State Street, Suite 125
Salt Lake City, Utah 84111
FRN: 0004322764

No. of Copies rec'd 0
List ABCDE

2. Types of Telecommunications Services Provided:

1+ switched voice long distance, dedicated voice long distance,
800/888/877 toll-free and calling card

3. Date of Proposed Transfer:

On or shortly before June 18, 2005, but not earlier than customers'
receipt of 30 days' prior notice.

4. Certification of Compliance with Customer Notice Requirements:

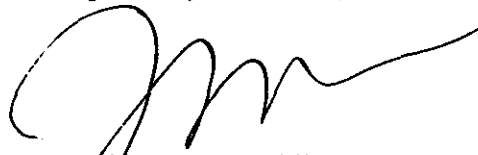
See Attachment A.

5. Copy of Customer Notice:

See Attachment B.

A duplicate original copy of this letter is enclosed, please date stamp this copy as acknowledgement of its receipt and return it. Questions regarding this filing may be directed to Jonathan S. Marashlian at the above address or by telephone at (703) 714-1313.

Respectfully submitted,



Jonathan S. Marashlian
Counsel for UCN, Inc.

Enclosures

cc: Michele Walters, Accounting Policy Division
Tracey Wilson-Parker, Wireline Competition Bureau

ATTACHMENT A

Certification of Compliance

CERTIFICATION

State of UTAH)
 SALT LAKE) ss.
County of USA)

I, Paul Jarman, hereby declare under penalty of perjury that:

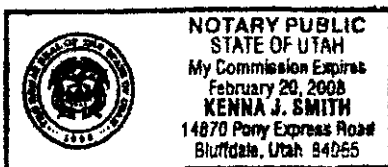
1. I am Chief Executive Officer and President of UCN, Inc. ("UCN");
2. I am authorized to make this declaration on its behalf;
3. UCN has and/or will comply with:
 - a. the requirement to provide advance subscriber notice in accordance with C.F.R. § 64.1120(e)(3);
 - b. the obligations specified in that notice; and
 - c. all statutory and Federal Communications Commission requirements applying to the streamlined procedures promulgated in CC Docket No. 00-257
4. The facts stated in the foregoing submission are true and correct to the best of my knowledge, information and belief.

By: 
Paul Jarman
UCN, Inc.

Sworn and subscribed before me this 17 day of May, 2005.

My Commission Expires:





ATTACHMENT B

Customer Notices

[UCN LOGO]

[TEL AMERICA LOGO]

May __, 2005

XXXXXXXXXXXXXX
XXXXXXXXXXXXXX
XXXXXXXXXXXXXX

**** IMPORTANT NOTICE REGARDING YOUR LONG DISTANCE SERVICE ****

Dear Customer:

We have some exciting news to share with you regarding your Tel America long distance service!

UCN, Inc. ("UCN"), a national provider of long distance and advanced, on-demand, call handling services, has agreed to acquire some of the assets of Tel America.

Here are a few key pieces of information that answer some questions you may have:

- The transfer of ownership of your long distance account to UCN will not affect your rates or the terms and conditions of your service and you will not be responsible for any fees associated with the transfer. If your local carrier charges a carrier change fee, contact UCN at the toll-free number provided below and we will reimburse you.
- You will continue to receive the same quality customer service; Commercial accounts will continue to work with their same customer relations rep.
- UCN is a viable, publicly-held company. To learn more about UCN, please visit us at www.ucn.net.

Subject to obtaining regulatory approval, UCN and Tel America anticipate that the transfer of your account to UCN will occur in the near future, but not before June 18, 2005. While month-to-month customers have the right to select another long distance carrier for their service, we are confident that retaining service with UCN will be beneficial.

The combination of these two networks – UCN and Tel America - gives you the best of both worlds. You will continue to receive the same excellent customer support and reliable long distance service that you have grown accustomed to with Tel America. However, as a UCN commercial account customer, you will now have access to a new set of advanced contact handling services that are delivered over your existing dedicated or switched lines. Among the new features you will have access to are IVR, skills-based routing/ACD, the ability to integrate your customer database with your call handling application, inNetwork® on-hold instead of having to handle on-hold calls at your premises, and more. The UCN enhanced services are billed by-the-month, enabling you to scale your call handling capacity requirements up or down to meet your business needs.

UCN extends a warm welcome and is excited to have you as a customer. Our goal is to make this transition as seamless as possible. You will continue to work with the same support people and customer relations rep as you have in the past. You will continue to receive the same quality service that you have come to expect from Tel America. What has changed is that all commercial accounts will now have access to a whole new set of advanced call handling services, delivered over the network. We encourage you to contact your customer relations rep and ask about the new enhanced services.

Should you have any questions at all, please contact your customer relations rep at the usual phone number. If you do not have an assigned representative, or are unsure of that person's phone number, please contact the general Tel America / UCN customer support number at 800-748-4001.

Once more, welcome to UCN!

Warmest Regards,

Paul Jarman
President
UCN

Joseph D. Sail
President
Tel America

[UCN LOGO]

[EXPRESS TEL LOGO]

May __, 2005

XXXXXXXXXXXXXX
XXXXXXXXXXXXXX
XXXXXXXXXXXXXX

**** IMPORTANT NOTICE REGARDING YOUR LONG DISTANCE SERVICE ****

Dear Customer:

We have some exciting news to share with you regarding your Express Tel long distance service!

UCN, Inc. ("UCN"), a national provider of long distance and advanced, on-demand, call handling services, has agreed to acquire some of the assets of Express Tel.

Here are a few key pieces of information that answer some questions you may have:

- The transfer of ownership of your long distance account to UCN will not affect your rates or the terms and conditions of your service and you will not be responsible for any fees associated with the transfer. If your local carrier charges a carrier change fee, contact UCN at the toll-free number provided below and we will reimburse you.
- You will continue to receive the same quality customer service; Commercial accounts will continue to work with their same customer relations rep.
- UCN is a viable, publicly-held company. To learn more about UCN, please visit us at www.ucn.net.

Subject to obtaining regulatory approval, UCN and Express Tel anticipate that the transfer of your account to UCN will occur in the near future, but not before June 18, 2005. While month-to-month customers have the right to select another long distance carrier for their service, we are confident that retaining service with UCN will be beneficial.

The combination of these two networks – UCN and Express Tel - gives you the best of both worlds. You will continue to receive the same excellent customer support and reliable long distance service that you have grown accustomed to with Express Tel. However, as a UCN commercial account customer, you will now have access to a new set of advanced contact handling services that are delivered over your existing dedicated or switched lines. Among the new features you will have access to are IVR, skills-based routing/ACD, the ability to integrate your customer database with your call handling application, inNetwork® on-hold instead of having to handle on-hold calls at your premises, and more. The UCN enhanced services are billed by-the-month, enabling you to scale your call handling capacity requirements up or down to meet your business needs.

UCN extends a warm welcome and is excited to have you as a customer. Our goal is to make this transition as seamless as possible. You will continue to work with the same support people and customer relations rep as you have in the past. You will continue to receive the same quality service that you have come to expect from Express Tel. What has changed is that all commercial accounts will now have access to a whole new set of advanced call handling services, delivered over the network. We encourage you to contact your customer relations rep and ask about the new enhanced services.

Should you have any questions at all, please contact your customer relations rep at the usual phone number. If you do not have an assigned representative, or are unsure of that person's phone number, please contact the general Express Tel / UCN customer support number at 800-748-4001.

Once more, welcome to UCN!

Warmest Regards,

Paul Jarman
President
UCN

Joseph D. Sail
President
Express Tel